

- **“An Assessment of the Telecommunications Act of 1996 and Its Impact on Competition and the Converging Communications, Information and Entertainment Industries,”** with Richard O. Levine, A.T. Kearney (March 1996).

DISPUTE RESOLUTION AND EXPERT WITNESS EXPERIENCE

Qualified as an expert witness by courts, arbitration panels, mediators, and regulatory commissions. Scope of testimony has dealt with subject matter such as industry conditions at a specific point in time, valuation of businesses, and calculation of damages.

Also testified before legislative bodies on public policy matters, including the nature and extent of competition in specific telecommunications and media sectors. Regulatory/legislative appearances and/or filings include:

- American Arbitration Association
- Arkansas Public Service Commission
- California Commission on State Government Organization and Economy
- California Public Utilities Commission
- Florida: Committee of the State House of Representatives
- Federal Communications Commission (FCC)
- Florida Public Service Commission
- Illinois Commerce Commission
- Indiana Utility Regulatory Commission
- Kansas State Corporation Commission
- Michigan Public Service Commission
- Missouri Public Service Commission
- Montgomery County (MD) County Council
- New York Public Service Commission
- Ohio State: Legislative Committees (House and Senate)
- Oklahoma Corporation Commission
- Public Utilities Commission of Ohio
- Public Utility Commission of Texas
- U.S. House of Representatives, Committee on Small Business

- U.S. Senate Commerce Committee
- Utah Public Service Commission
- Wisconsin Public Service Commission

Participated as an expert witness in *Wiltel, Inc. vs. SNET* (mediation) and *USWest vs. Teleconnect* (litigation), as well as in a class action shareholder suit involving an interexchange carrier, two arbitrations involving pay phone contracts, a suit alleging theft of high-technology trade secrets, a dispute over the meaning of provisions in a senior executive's non-compete clause, an arbitration between an agent and an IXC over responsibility for order entry/billing errors, two suits over disclosure adequacy by telecommunications companies that went bankrupt, two contract disputes involving sales of cellular service at retail stores, and a shareholder suit concerning management actions in the CLEC industry. Almost all commercial litigation cases involved calculation of damages based on case-specific facts and industry conditions.

RICHARD O. LEVINE

Richard O. Levine is a Director in LECG's Washington, D.C. office. He has over 15 year's consulting experience with special expertise in market, technology, and regulatory issues as they affect strategic business decisions, including entry into new markets. His clients include telecommunications and electric power providers in North America. He has also assisted carriers and government organizations in the Pacific Rim, Latin America, and Eastern Europe concerning the development of telecommunications competition. Most recently, he has focused on issues related to "last mile" wired and wireless broadband services, including issues related to the introduction of digital television. He is a co-author of *Digital Television in a Digital Economy: Opportunities for Broadcasters* (1998).

Mr. Levine also assists parties to dispute resolution proceedings, particularly concerning the regulatory and market background in which the disputed conduct took place. Prior to entering consulting, Mr. Levine served as Director of Policy Planning at the U. S. Department of Justice's Antitrust Division, where he participated in the drafting and implementation of the AT&T Divestiture Decree. Mr. Levine has a J. D. degree from the Harvard Law School and an A. B. (economics) from Columbia University.

Richard O. Levine

EDUCATION

J.D., Harvard Law School, 1974

A.B., (Economics), Columbia University, 1971

PRESENT POSITION

LECG, LLC, October 2000

Director

PREVIOUS EXPERIENCE

PUTNAM, HAYES AND BARTLETT/HAGLER BAILLY, 1999-2000

Vice President

A. T. KEARNEY/EDS, 1994-1999

Principal

TOUCHE ROSS/DELOITTE & TOUCHE, 1985-1994

Senior Manager

ANTITRUST DIVISION, U. S. DEPARTMENT OF JUSTICE

Director, Office of Policy Planning, 1981-85

Deputy Director, Office of Policy Planning, 1979-81

Attorney, Evaluation Section, 1974-79

SELECTED CONSULTING AND DISPUTE RESOLUTION EXPERIENCE

- Develop analysis of issues related to global deployment of digital television using COFDM and 8 VSB modulation standards as part of study to determine whether U. S. broadcasters should reaffirm existing U.S. transmission standard for digital television.
- Supported the efforts of a working group developing the post-privatization distribution strategy of an international satellite consortium; developed an analysis of the customer proprietary information requirements necessary to support establishment of a retail distribution organization; analyzed the regulatory implications of certain most-favored-customer provisions and the organizational procedures necessary to implement them.

- On behalf of a electric utility considering building a “voice, video, and Internet” fiber optic-coax cable residential network, prepared an analysis of the regulatory and franchise issues affecting the venture in the target geographic markets.
- Provided expert support to incumbent local exchange carriers regarding antitrust litigation arising from network unbundling obligations.
- In the context of arbitration against a long distance carrier, developed a “primer” on the payphone industry and its regulation, on behalf of the long distance carrier, to facilitate the arbitrators’ understanding of the industry.
- Prepared report in litigation by a long distance carrier against a former employee concerning whether, at the time an employment agreement was signed, the Internet could be understood to be “related” to “long distance services” with respect to a post-employment restriction.
- In conjunction with the National Association of Broadcasters, developed an analysis of the opportunities for broadcasters arising from the datacasting capabilities of digital television.
- Led an engagement to assist a Canadian telecommunications provider apply for a broadband Local Multipoint Communications System license (at 28 GHz) to provide voice, multimedia and video services; supervised overall application
- preparation as well as chapters concerning compliance with government licensing objectives, market size and demand, interconnection and financial analysis.
- Served as project leader in developing a U.S. “multimedia” strategy for a major foreign telecommunications carrier. The primary focus of the project was on electronic commerce and (a) analyzed market and technology trends; (b) set out a recommended strategy for the U.S. market; and (c) identified a range of candidate firms with which the client might seek to ally.
- Served as the project leader in evaluation of an electric utility company’s plan to enter into a joint venture with a Competitive Local Exchange Carrier to offer local and long distance telecom services to both in-region and out-of-region customers. The evaluation comprised (a) checking the reasonableness of assumptions of the client’s financial model; (b) conducting a high-level review of the planned support systems and operational modes for the new business lines; and (c) identification of the major risk factors going forward associated with these services.
- Led team developing a business case analysis for a Korean telecommunications firm considering becoming a full-service domestic and international carrier in Korea; analyzed market, cost and network interconnection issues; let team developing more detailed plan for domestic long distance business.
 - Part of a team that developed a comprehensive strategic framework for Canada’s international carrier to prepare for the introduction of competition, analyzed strategic implications of technological and regulatory change on the

Canadian international telecommunications marketplace.

- As part of comprehensive studies of telecommunications network infrastructure for New Jersey board of Public Utilities (funded by New Jersey's exchange carriers) and Pennsylvania Public Service Commission (funded by Pennsylvania's exchange carriers), responsible for analysis of future network requirements, including ISDN and high bandwidth capabilities, in an environment of regulatory reform, including the role of cable TV networks.
- Assisted an independent telephone company in developing a switching strategy process in light of changing technology and market conditions, and the phone company's service area characteristics.
- Assisted a major Mexican carrier to develop policies toward interconnection of competing carriers in response to government requirements to open market to long distance competition.
- On a retainer basis, assisted a Pacific Rim national telecommunications carriers in following regulatory developments in the United States, to help understand issues and approaches that might confront the client carrier as competition was introduced into its home country.
- Assisted a U.S. Regional Bell Holding Company to conduct an analysis of affiliate transactions between regulated and non-regulated subsidiaries to permit the holding company to identify and correct potential issues of regulatory concern.
- Prepared analyses and conducted briefings for U.S. and foreign carriers on regulatory/antitrust policy outlook, market trends, technological development and other factors generating strategic issues for telecommunications companies.
- In conjunction with privatization efforts, conducted work sessions with officials of telecommunications carriers in Bulgaria and Hungary concerning pricing and revenue generating strategies enabled by network modernization.
- Managed comprehensive analysis for overseas telecommunications carrier of effects of divestiture in U.S., 1984-1988, including impact on prices, service, quality, network evolution, and rural areas.

SELECTED GOVERNMENT EXPERIENCE

- Aided Assistant Attorney General Baxter in negotiating and drafting the AT&T Divestiture Decree. Conducted negotiations with Bell representatives, and participated in drafting of Justice Department pleadings Previous regarding issues arising from the plan of reorganization, including LATAs, intercompany contracts, equal access, Bellcore, and line-of-business restrictions.
- Assisted in preparation of Antitrust Division regulatory filings regarding access charges, carrier tariff, and other telecommunication issues. Served as antitrust liaison to the

National Communications System and its council of Representative, the National Telecommunications and Information Administration, and the Federal Communications Commission.

- Involved in negotiations with Bell RHCs and in developing Antitrust Division responses to petitions for line-of-business waivers under the MFJ.

RECENT PUBLICATIONS

“CLEC Distress: Potential Opportunities for Utilities?” (with Joseph Kraemer), published by the United Telecom Council (UTC) (January 2001).

“Soaps, Sitcoms, and Data: Digital Television Opens Up New Broadband Pipeline,” *Legal Times*, May 3, 1999, page S42.

Digital Television in a Digital Economy: Opportunities for Broadcasters, (with Joseph Kraemer), in conjunction with the National Association of Broadcasters (1998).

PROFESSIONAL

Bar Memberships

- District of Columbia
- U.S. District Court for the District of Columbia
- U.S. Court of Appeals for the District of Columbia
- Supreme Court of the United States

APPENDIX B

Survey of DTV Cable Carriage Issues May 2001

**David Gunzerath, Ph.D.
Vice President, Research and Planning
National Association of Broadcasters
June 11, 2001**



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National Association of Broadcasters
Washington, D.C.**

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NAB Survey of DTV Cable Carriage Issues, May 2001

Executive Summary

This survey on DTV Cable Carriage issues was conducted in May 2001. Highlights of the findings of this survey include the following:

- Among survey respondents, 15.3 percent of commercial television stations reported that they are currently broadcasting a digital signal in addition to their analog signal. An additional 7.9 percent of responding commercial stations plan to begin their digital broadcasts before the end of this year.
- A majority of commercial station managers who responded to the survey rate the responsiveness of cable systems to their digital television carriage requests as "Poor." Among those that are currently on-air with a digital signal, nearly 60 percent categorize the cable operators in their markets as "Poor" in this regard.
- The number of commercial stations that have reached agreements with cable systems for carriage of their digital signals remains very low. Only 5.8 percent of all responding commercial stations report having reached an agreement for digital signal carriage with any cable system in their markets. Eight of the 60 responding commercial stations that currently broadcast in digital indicate having reached such an agreement, but only five of these stations report that they have obtained carriage for all non-subscription parts of their digital signal.
- According to this survey, very few commercial stations are utilizing network templates in their digital cable carriage negotiations. Just five of nearly 400 commercial station respondents report doing so (and only two of these indicate they have successfully reached a carriage agreement using a template). In addition, no stations already on-air in digital report using a network template in their cable carriage negotiations.

NAB Survey of DTV Cable Carriage Issues, May 2001

Methodology

A one-page fax questionnaire (see Appendix 1) was sent in May 2001 to all U.S. full-power television stations with known fax numbers. Initial requests were faxed on May 7th to the attention of the General Manager, and a second request was faxed on May 14th to stations that had not yet responded to the first request. The final deadline for responses to the survey was May 21st (although a handful received after the deadline were incorporated into the results herein). Stations were given the option of responding via fax or online; approximately 90 percent of respondents used the fax option.

The overall response rate to this survey was a solid 38.7 percent, with 491 stations responding out of a total universe of 1,266 stations. The response rate among commercial stations was 37.2 percent, while non-commercial stations responded at a rate of 47.3 percent.

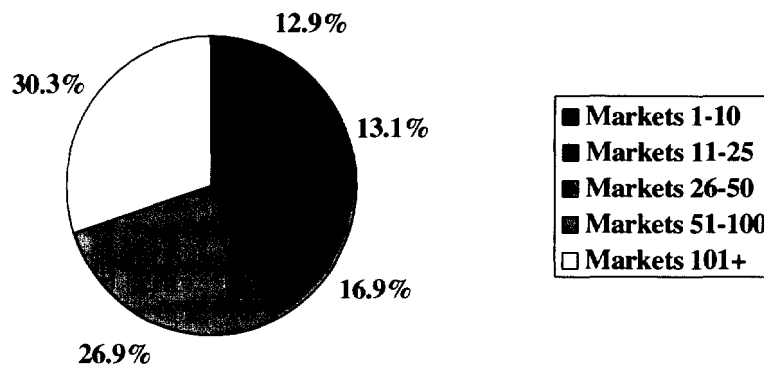
The detailed survey results among commercial station respondents are included in Appendix 2. Non-commercial station results are included in Appendix 3.

Because this was an attempted census rather than a survey that used a random sample design, there is no sampling error estimate to report. However, the results should be considered in view of the limitation that responding stations' answers to these questions may not be representative of those of all stations.

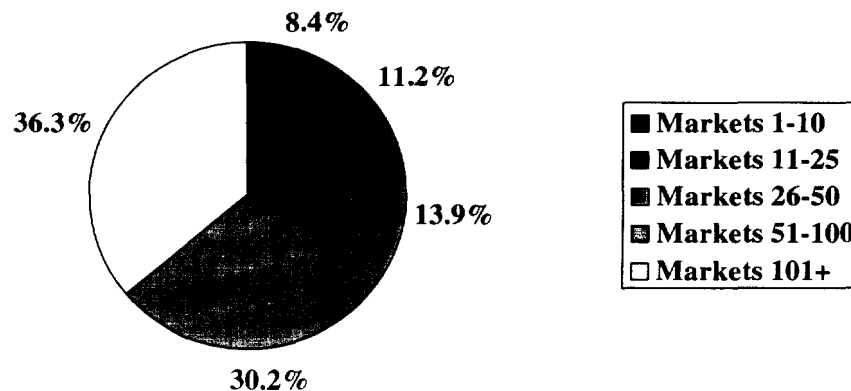
The charts on Page 5 illustrate how responding stations compared to the universe of stations based on Market population rank. These show that stations from smaller markets were somewhat more likely to respond to this survey than were stations from large markets.

The charts on Page 6 illustrate how responding commercial stations compared to the universe based on their network affiliations. Affiliates of ABC, CBS, NBC, and Fox were somewhat more likely to respond to the survey than were affiliates of other networks or independent stations. Assuming that network affiliates are more likely than other stations to represent desirable additions to a cable system's channel lineup, their disproportionately heavy response means that it is possible that the survey results represent a better case scenario for digital cable carriage than would have been the case had all stations responded to the survey.

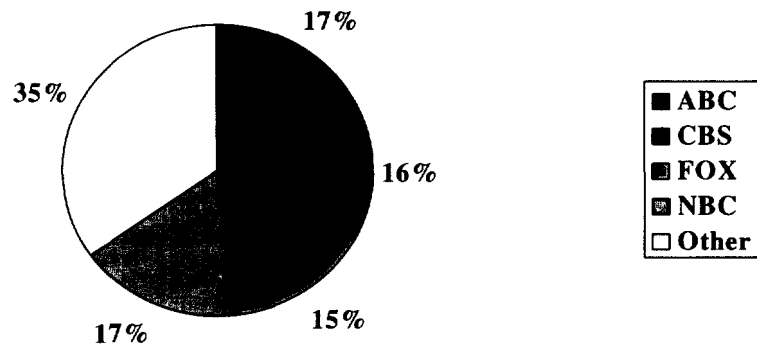
Universe of Stations by Market Rank



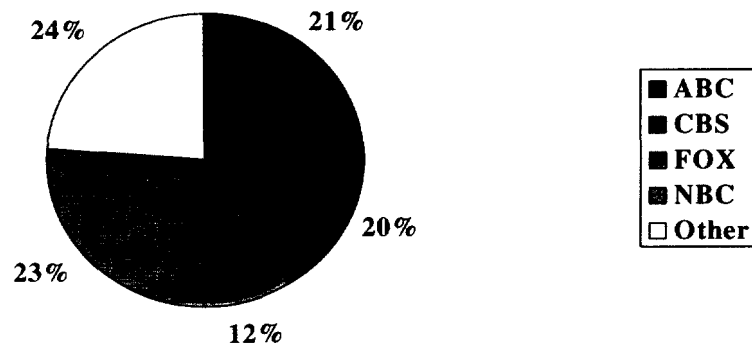
Survey Respondents by Market Rank



Universe of Commercial Stations by Network Affiliation



Survey Respondents by Network Affiliation

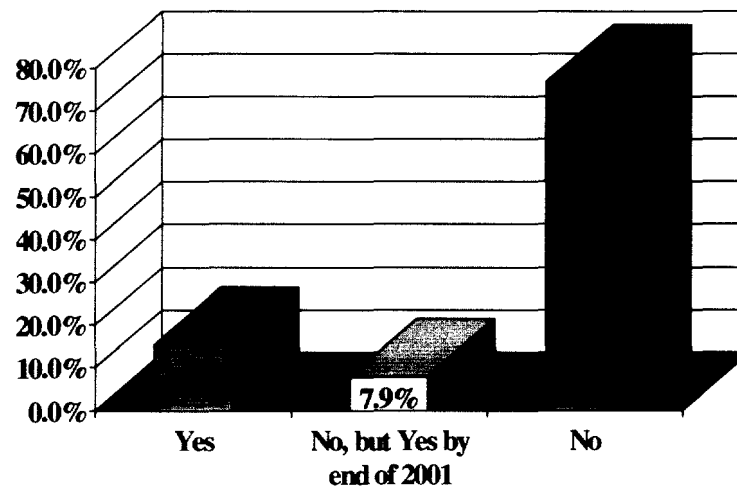


Analysis of Results for Commercial Station Respondents

- **Stations Broadcasting in Digital**

Of those commercial stations that responded to this survey, 60 stations—or 15.3 percent of the total—indicated they are currently broadcasting a digital signal. An additional 31 stations indicated they plan to begin their digital broadcasts before the end of 2001.

Commercial Station Respondents: Are You Broadcasting in Digital?

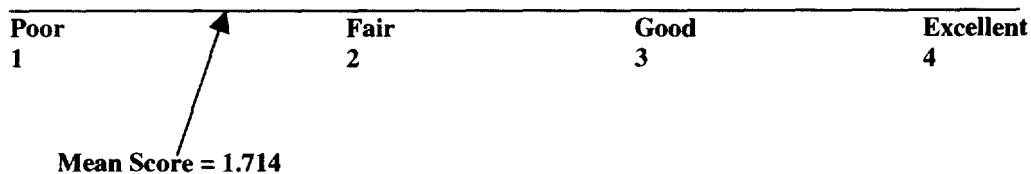
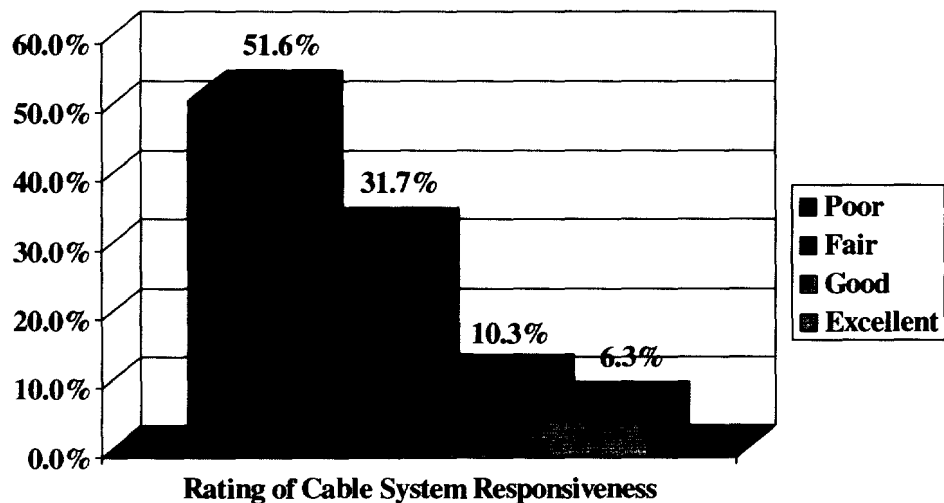


- **Attempts to Secure Cable Carriage of Digital Signals**

- *Among All Commercial Stations*

One-third of all responding stations indicated that they already had contacted cable systems in their markets concerning carriage of their digital signals. Of these, a majority (51.6 percent) rated the overall level of responsiveness of cable operators to these requests as “Poor,” and the Mean Score of 1.714 fell between the “Poor” and “Fair” categories.

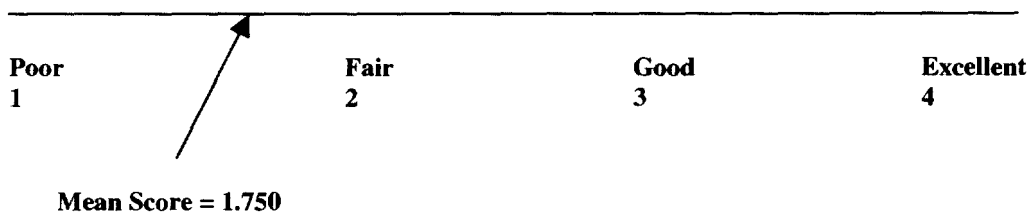
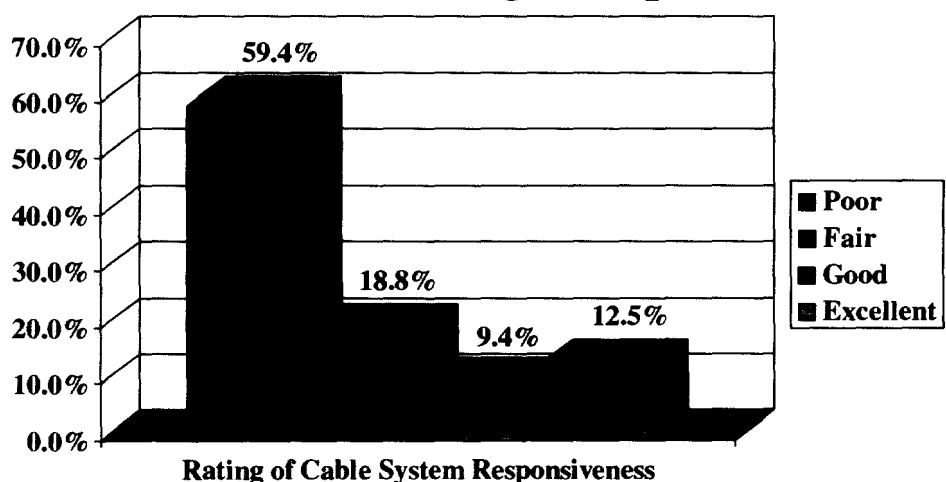
Commercial Respondents: Rating of Cable Responsiveness to DTV Carriage Requests



○ Among DTV On-Air Commercial Stations

Among those stations that indicated they are currently on-air in digital, 59.3 percent said they had contacted cable systems in their markets concerning carriage of their digital signal. About three in five of these DTV on-air stations (59.4 percent) categorized the responsiveness of cable operators to their requests as “Poor.” The Mean Score of 1.750 again falls between the “Poor” and “Fair” benchmarks.

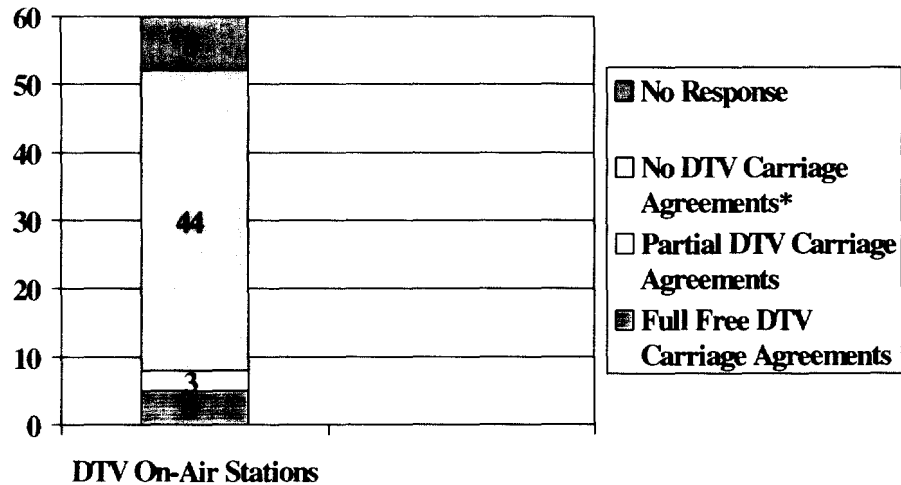
DTV On-Air Commercial Respondents: Rating of Cable Responsiveness to DTV Carriage Requests



- **Success at Obtaining Cable Carriage for Digital Signals**

Among the commercial stations that are currently on-air in both analog and digital, only eight—or fewer than one in seven—report having successfully negotiated for carriage of the digital signal on any cable system. Additionally, only five stations reported reaching an agreement with a cable operator to carry all non-subscription parts of the 6 MHz digital signal, meaning that of the 60 respondents that are broadcasting a digital signal, only one in twelve stations report having been able to negotiate for full carriage of this signal with any cable operator.

DTV On-Air Commercial Stations: Cable Carriage Agreements to Date



* Two stations in this group have obtained cable carriage of secondary programming delivered via their digital signals, but do not have dual carriage of their primary signals.

- **TV Household Coverage in Areas of Stations with Carriage Agreements**

The eight stations that reported obtaining full or partial carriage for their digital broadcasts also report that their agreements are with cable systems that serve, on average, a total of 47.1 percent of the TV Households in their respective markets.

- **Use of Network Templates in Cable Carriage Negotiations**

Even though network affiliated stations responded to this survey in disproportionately strong numbers (see *Methodology* on page 5), very few commercial station respondents reported that they are using a network template in their negotiations with cable systems for carriage of their digital signals. Only five stations in total reported using such a template, and none of these five are as yet on-air with their digital broadcasts. In addition, only two of the nearly 400 commercial stations that responded to the survey indicated they have successfully used a network template in reaching a digital carriage agreement with a cable operator.

- **Selected Open-Ended Responses**

The final question of the survey invited station General Managers to include any additional comments they felt were relevant concerning their efforts to obtain cable carriage for their stations' digital signals. Below are selected responses to this question from commercial station respondents that illustrate some of the problems these stations have encountered in this regard.

- *"Both AT&T and Time Warner refused to discuss any language for digital carriage, and AT&T referred to the issue as a 'deal breaker.'"*
- *"One informal conversation with primary cable operator. Response was there would be no pass through unless they (the cable operator) had a piece of the action."*
- *"Cox Cable will not carry unless they are forced to carry or we pay them 3-5 hundred thousand per year."*
- *"Cable Manager did not know how to handle DTV request. He deferred to corp."*
- *"Cable operators are hassling us just about analog carriage. Charter is refusing to honor our retrans agreement for 1993 negotiated with TCI. Charter purchased the system."*
- *"Our station is a religious broadcaster. When we spoke to one cable operator, the cable operator said, 'we liken your station one level below a home shopping or foreign language broadcaster—we would never have use for a station like yours.' I think this quote best represents the feelings of most, if not all, cable gatekeepers towards underserved populations like religious and foreign language broadcasters."*
- *"Made attempts with AT&T Cable. Calls have not been returned. Have attempted to set-up demonstration of DTV/HDTV programming. Invitations have not been accepted. Once called AT&T customer service to 'test' knowledge of DTV. I was told 'digital cable' is DTV and it is high definition."*

- *“Local cable companies, AT&T, Time Warner, are not interested in talking until they are forced to.”*
- *“Systems have been willing to carry specific programs—but not on a regular basis.”*
- *“[We have] been broadcasting a digital signal since Sept. 26, 1998! However, systems in this area have not been and, at this time, are not prepared to discuss carriage of our digital signal.”*
- *“Cable companies won’t discuss anything until the signal is on the air—Comcast, Time Warner. We did have an agreement with Adelphia, but they were taken over by Comcast.”*

ATTENTION GENERAL MANAGER: WE NEED YOUR HELP!

Survey for DTV Must Carry Proceeding, May 2001

NAB urgently needs your input on issues related to your transition to digital broadcasting. Please take a few moments to answer the questions below as completely as possible. We need this information to tell the FCC about industry problems when we file comments on June 11th. *All individual responses are assured of anonymity.* You can also respond online at <http://www.nab.org/survey/data/dtv/dtv.html>. Please call David Gunzerath of NAB's Research and Planning Department at (202) 429-5381 with any questions. Thank you!

**Please fax your response to (202) 721-8799 or (202) 775-2980
by Monday, May 14, 2001**

Please print the information requested below in case we need to verify any information.

Name: _____ Phone: _____

Call Letters: _____ Affiliation: _____ E-mail address: _____

1. Is your station currently broadcasting a digital signal? ☐ Yes ☐ No

1a. If "No," when do you anticipate starting your digital broadcasts (Month/Year)? _____

2. Have you contacted any cable systems in your market concerning carriage of your digital signal? ☐ Yes ☐ No

2a. If "Yes," How would you rate the overall level of responsiveness
by these cable systems to your DTV carriage requests? ☐ Excellent ☐ Good ☐ Fair ☐ Poor

3. Have you successfully negotiated carriage for your digital signal on any cable systems? ☐ Yes ☐ No

If "Yes":

3a. What is the approximate percentage of the total households in your market that are in
areas served by this system(s)? %

3b. Has this cable system(s) agreed to carry all non-subscription parts of your 6 MHz digital
signal? ☐ Yes ☐ No

3c. If "No," please explain: _____

4. Have you used a network template in your negotiations for cable carriage of your digital signal? ... ☐ Yes ☐ No

4a. If "Yes," which network's template have you used?

4b. Have you successfully used this template to reach a carriage agreement? ☐ Yes ☐ No

5. Please use this section to include additional comments about your efforts to obtain cable carriage of your digital broadcasts that reflect your experiences to date (use additional pages, if necessary).

***Fax to (202) 721-8799 or (202) 775-2980 by May 14th,
or complete online at <http://www.nab.org/survey/data/dtv/dtv.html>***

DTV Cable Carriage Survey: Commercial Station Responses
(incl. DTV On Air vs. Stations Not Yet on Air)

	Commercial Stations		DTV On-Air		DTV Not On-Air	
Q.1:						
Yes	60	15.3%				
No	333	84.7%				
Q.2:						
Yes	127	33.7%	32	59.3%	95	29.4%
No	250	66.3%	22	40.7%	228	70.6%
Q.2a:						
Excellent	8	6.3%	4	12.5%	4	4.3%
Good	13	10.3%	3	9.4%	10	10.6%
Fair	40	31.7%	6	18.8%	34	36.2%
Poor	65	51.6%	19	59.4%	46	48.9%
	126		32		94	
Mean =	1.714		1.750		1.702	
Q.3:						
Yes	21	5.8%	8	15.4%	11	3.6%
No	339	94.2%	44	84.6%	297	96.4%
Q.3a: Mean =	48.2%		47.1%		49.0%	
Q.3b:						
Yes	9	52.9%	5	62.5%	4	44.4%
No	8	47.1%	3	37.5%	5	55.6%
Q.4:						
Yes	5	1.4%	0	0.0%	5	1.7%
No	340	98.6%	53	100.0%	287	98.3%
Q.4b:						
Yes	2	50.0%	0		2	50.0%
No	2	50.0%	0		2	50.0%

DTV Cable Carriage Survey: Non-Commercial Station Responses
(incl. DTV On Air vs. Stations Not Yet on Air)

	Non-Comm. Stations		DTV On-Air		DTV Not On-Air	
Q.1:						
Yes	18	20.9%				
No	68	79.1%				
Q.2:						
Yes	43	50.0%	12	66.7%	31	45.6%
No	43	50.0%	6	33.3%	37	54.4%
Q.2a:						
Excellent	9	20.9%	4	33.3%	5	16.1%
Good	10	23.3%	2	16.7%	8	25.8%
Fair	9	20.9%	1	8.3%	8	25.8%
Poor	15	34.9%	5	41.7%	10	32.3%
	43		12		31	
Mean =	2.302		2.417		2.258	
Q.3:						
Yes	20	24.7%	5	27.8%	15	23.8%
No	61	75.3%	13	72.2%	48	76.2%
Q.3a: Mean =	50.6%		49.4%		51.1%	
Q.3b:						
Yes	15	83.3%	4	100.0%	11	78.6%
No	3	16.7%	0	0.0%	3	21.4%
Q.4:						
Yes	20	25.3%	7	41.2%	13	21.0%
No	59	74.7%	10	58.8%	49	79.0%
Q.4b:						
Yes	15	78.9%	4	57.1%	11	91.7%
No	4	21.1%	3	42.9%	1	8.3%

APPENDIX C

DECLARATION OF KATHY CLEMENTS-HILL

I, Kathy Clements-Hill, hereby declare under penalty of perjury as follows:

1. I am President and General Manager of WFAA-TV, Channel 8, Dallas, Texas. I have held that position since March, 1997.
2. WFAA-TV, an affiliate of the ABC Television Network, is the flagship station of a group of 17 full power television stations owned, and three full power television stations managed through LMAs, by Belo Corp. WFAA-TV has consistently ranked as the leading television station in the Dallas-Fort Worth Designated Market Area and provides more news and informational programming than any other station in the market.
3. In 1996, the Federal Communications Commission assigned WFAA-TV a second channel, Channel 9, for the implementation of digital television ("DTV") service. As the Commission's records will reflect, Belo was among a group of broadcast station owners with stations in the top ten markets who committed to an expedited 18-month construction schedule, pledging to commence DTV operations at WFAA-TV by November 1, 1998. Belo not only met, but in fact exceeded, that commitment. WFAA-TV launched one of the first digital television operations in the country on February 27, 1998, pursuant to special temporary authority, and stepped up to full power operation shortly after receipt of a construction permit in June 1998. As a result of these efforts, on October 29, 1998, WFAA-DT was able to broadcast live in high definition the historic launch of the Space Shuttle carrying a crew including Senator John Glenn. In addition, on November 1, 1998, WFAA-DT began receiving digital feeds from the ABC Television Network with the broadcast of "101 Dalmatians."
4. WFAA-TV's sister station, KHOU-TV in Houston, Texas, began digital operations with reduced power on May 18, 1998 and soon thereafter completed construction of and began operations with its permanent digital facilities, again before the promised November 1, 1998 date and more than six months ahead of the schedule established in the Commission's rules. A third Belo station, KING-TV in Seattle, also met the "early on" deadline, commencing digital operations in September 1998. Belo's KHOU-DT and KING-DT joined WFAA-DT in the landmark broadcast of the John Glenn Space Shuttle launch.
5. Today, a total of six Belo stations, including KMOV(TV), St. Louis; WCNC-TV, Charlotte; and KGW(TV), Portland, Oregon, in addition to the company's Dallas, Houston, and Seattle outlets, are broadcasting DTV signals, and the remaining Belo stations will begin digital broadcasting on or before May 1, 2002. Belo has committed approximately \$130 million to fund the transition to digital television